

**16-6a-202. Articles of incorporation.**

- (1) The articles of incorporation shall set forth:
  - (a) one or more purposes for which the nonprofit corporation is organized;
  - (b) a corporate name for the nonprofit corporation that satisfies the requirements of Section 16-6a-401;
  - (c) the information required by Subsection 16-17-203(1);
  - (d) the name and address of each incorporator;
  - (e) whether or not the nonprofit corporation will have voting members;
  - (f) if the nonprofit corporation is to issue shares of stock evidencing membership in the nonprofit corporation or interests in water or other property rights:
    - (i) the aggregate number of shares that the nonprofit corporation has authority to issue; and
    - (ii) if the shares are to be divided into classes:
      - (A) the number of shares of each class;
      - (B) the designation of each class; and
      - (C) a statement of the preferences, limitations, and relative rights of the shares of each class; and
    - (g) provisions not inconsistent with law regarding the distribution of assets on dissolution.
- (2) The articles of incorporation may but need not set forth:
  - (a) the names and addresses of the individuals who are to serve as the initial directors;
  - (b) provisions not inconsistent with law regarding:
    - (i) managing the business and regulating the affairs of the nonprofit corporation;
    - (ii) defining, limiting, and regulating the powers of:
      - (A) the nonprofit corporation;
      - (B) the board of directors of the nonprofit corporation; and
      - (C) the members of the nonprofit corporation or any class of members;
    - (iii) whether cumulative voting will be permitted; and
    - (iv) the characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members; and
  - (c) any provision that under this chapter is permitted to be in the articles of incorporation or required or permitted to be set forth in the bylaws, including elective provisions that in accordance with this chapter shall be included in the articles of incorporation to be effective.
- (3) (a) It is sufficient under Subsection (1)(a) to state, either alone or with other purposes, that the purpose of the nonprofit corporation is to engage in any lawful act for which a nonprofit corporation may be organized under this chapter.  
(b) If the articles of incorporation include the statement described in Subsection (3)(a), all lawful acts and activities shall be within the purposes of the nonprofit corporation, except for express limitations, if any.
- (4) The articles of incorporation need not set forth any corporate power enumerated in this chapter.
- (5) The articles of incorporation shall:
  - (a) be signed by each incorporator; and
  - (b) meet the filing requirements of Section 16-6a-105.

(6) (a) If this chapter conditions any matter upon the presence of a provision in the bylaws, the condition is satisfied if the provision is present either in:

- (i) the articles of incorporation; or
- (ii) the bylaws.

(b) If this chapter conditions any matter upon the absence of a provision in the bylaws, the condition is satisfied only if the provision is absent from both:

- (i) the articles of incorporation; and
- (ii) the bylaws.

Amended by Chapter 43, 2010 General Session